

## **MINUTES**

### **Weavers Way Cooperative Association Board of Directors, 12/4/12**

Attendance: Megan Seitz Clinton, Stu Katz, Nathea Lee, Margaret Lenzi, Jonna Naylor, Bob Noble, Linda Shein, Dave Tukey, Sue Wasserkrug

Absent: Jeremy Thomas, David Woo (present for last 30 minutes)

Staff present: Glenn Bergman, Karen Plourde, Jon Roesser

The meeting began at 7:05 p.m.

#### **Agenda Review & Timekeeper**

Bob was named as timekeeper for tonight's meeting. No changes were made to the agenda.

#### **Approve Minutes of November 2012 Board Meeting**

No changes were offered.

**Board Action:** The minutes of the November 2012 board meeting were unanimously approved as submitted.

#### **Calendar Review**

Margaret pointed out some upcoming calendar items, namely that the focus of our January meeting will be the report of strategic planning committee, as well as the Ends report. Jonna tentatively agreed to write Shuttle article for February, due January 1. The January board meeting will be on January 8, since January 1 is New Years day.

#### **Reports**

Two reports were submitted and included in the board packet: the GM report and a report from the Environment Committee.

**Board Action:** The GM report was accepted as submitted.

#### **Spring General Membership Meeting (GMM): Establish Committee**

It was clarified that the Spring GMM will NOT be the same as the 40th anniversary party, which will be later in the year.

**Board Action:** The Spring GMM planning committee will consist of Sue (chair), Nathea, Megan, Linda & Jonna; the committee will meet on December 11.

#### **GM Monitoring Report: L5, Treatment of Staff**

Everyone read the report & came prepared to discuss it. Operational definitions were deemed to be reasonable. The board objected to the sentence, "Compliance with this top level policy will be achieved when compliance with sub-policy L5.1-5.3 is established" and asked that it be deleted, which Glenn agreed to do. Data was deemed to demonstrate compliance with policy.

**Board Action:** The board accepted the GM Monitoring Report on Staff Treatment as submitted, to be in compliance with L5 Policy, with one objection.

Discussion: There was some discussion about reviews & development plans for Mt. Airy management; Glenn clarified that these are pending and will be completed by end of December. Some board members commented on the significant improvement in many areas of the survey from 2 years ago. Glenn and Jon Rosser talked about the cost and frequency of doing this type of survey.

## **Establish Date for Election & Spring GMM**

The Spring GMM will be on May 19. Notice of elections, along with notice of date of GMM, will be in January Shuttle. There are 4 director positions available. There will be an information session for prospective candidates on January 23 (which will also be announced in the Shuttle). Subsequently there will be a candidates' forum for members to meet the candidates.

## **Report: Board Retreat**

The date we have scheduled for the retreat is February 9. The strategic planning committee will present the status of the plan in the morning, which we will discuss. The Board will discuss a planning process, to occur on a regular cycle, to cover ends, strategic planning, and implementation. There will be time to discuss big picture ideas, too. We won't have time to review/revise our Ends, but we should be able to come up with a future plan for re-examining Ends.

## **Establish GM Review Committee & Timing**

Usually we have 3 people on the committee, with at least one new board member. The committee's report will be due to the board in April.

**Board Action:** The committee will consist of Nathea (chair), Stu & Jonna, and will report to the board in April.

## **Recommendation regarding L3, Planning**

The committee recommended inserting the word "financial" to clarify what this policy is supposed to focus on, and recommended moving L3.7 to the policy dealing with staff.

**Board Action:** The board voted not to accept the recommendation, 5 to 3 to 1.

## **Proposal regarding L2, Asset Protection**

The proposal was to add the following subsection to L2:

"L2.9 - Improper use, inadequate maintenance or unnecessary risk of (i) facilities, (ii) equipment or (iii) data, intellectual property, or files."

**Board Action:** The board accepted the proposal unanimously.

## **Self-Monitoring of Policy G5, Directors' Code of Conduct**

There was little discussion. The survey results were overwhelmingly positive.

## **Member Engagement**

Stu led a discussion about what the board might do to engage members and communicate with them regarding how the co-op is meeting their needs. Michael Healy had provided a couple of articles that included some ideas, and the member engagement committee was struck with how much we were already doing (based on the suggestions in the articles).

In the past, we had focused on 3 possible additional things:

- 1) Add a policy requiring GM to report on what members are doing to engage with co-op. The problem here is defining the ingredients of "engagement."
- 2) Create a visioning or strategic planning process with members. The problem is that this would be a very time consuming & expensive process subject to self-selection bias.
- 3) Send members an email blast with one or two specific questions. This is much more feasible.

Glenn added that management does a customer survey every two years and the board could add additional questions on member engagement to the survey (as they did the last time) and get more information on what the shoppers would like from co-op. The board indicated we would want input regarding questions asked.

## **Announcements**

- Bob announced that PACA now has a Steering Committee which has met.
- Glenn announced that Creekside is open & has great whitefish salad & other things.
- Glenn also announced that management wants to double staff's 10% discount for 3 days before the holidays.
- Glenn also announced we will again be serving champagne on New Years Eve, and there will be member appreciation days in January.
- Glenn also announced that he went to Ithaca to participate in a food security program, which was fascinating. The co-op there was interested in our WWCP programs.

## **Executive Session**

Every 2 years the board establishes a GM compensation plan with the next one due for the period of July 1, 2013 to June 30, 2013. We request that the GM submit a proposal in response to a Request for Proposal (RFP) which is based on criteria that the board develops. Our procedure further requires that the Board review the criteria in the RFP every four years to see if any changes should be made. The RFP has not been changed for 4 years. Therefore, the Board reviewed the criteria in the current RFP to determine if any changes should be made. The board

decided not to change the RFP we give Glenn for his compensation plan. Margaret (chair), Linda and Dave will comprise the GM Compensation Plan committee.

The meeting adjourned at 9:25 p.m.